




PRTR Group Public Company Limited.

Whistleblowing and Complaint Policy.



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This Whistleblowing and Grievance Policy is the exclusive copyright of PRTR Group Public Company Limited (the 'Company'). It is established with a steadfast commitment to enhancing the corporate governance system in alignment with good governance principles, best practices, as well as the laws, regulations, and requirements set forth by official authorities and regulatory bodies.

The Board of Directors approved this Whistleblowing and Grievance Policy during Board Meeting No. 1/2020 on February 28, 2020. This Policy serves as a core principle and operational guideline for executives, employees, and all relevant stakeholders of the Company and its subsidiaries, effective from March 1, 2020, onwards.

To ensure that this Whistleblowing and Grievance Policy remains current and appropriate for evolving circumstances and organizational changes, a formal review shall be conducted at least once (1) per year. Any subsequent amendments or modifications must receive formal approval from the Board of Directors exclusively.



(Mr. Niphon Bundechanan)

Chairman of the Board of Directors.



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1. Introduction

In accordance with the Whistleblowing and Grievance Policy of PRTR Group Public Company Limited (the 'Company'), which empowers personnel at all levels within the Company and its subsidiaries to report leads or grievances directly, the Company has established this formal framework. Its primary objective is to assure all participants that the Company maintains reporting channels and procedures that are transparent, secure, and fundamentally fair to all whistleblowers and complainants.

2. Objectives


- 2.1 To establish a comprehensive Whistleblowing and Grievance Policy for the Company and its subsidiaries, ensuring consistent and unified implementation across the entire organization.
- 2.2 To serve as a formal, written instrument for communicating the Whistleblowing and Grievance Policy to all personnel within the Company and its subsidiaries, fostering a shared and accurate understanding of the reporting framework.

3. Scope

This Policy is applicable to the Company and its subsidiaries, encompassing all established principles, policy frameworks, and operational guidelines.

4. Principles and Rationale

The establishment of whistleblowing and grievance reporting mechanisms enables the Company to independently receive information from diverse sources. This provides an opportunity for personnel within the Company and its subsidiaries, as well as external third parties, to report leads or grievances concerning dishonest or non-transparent conduct, violations of laws or regulations, conflicts of interest, or acts of bribery and corruption. The

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information obtained will be thoroughly reviewed to facilitate appropriate corrective actions and organizational improvements.

5. Whistleblowing and Complaint Policy

5.1 Whistleblowing and Complaints

In the event of a suspicion, or a reasonable and good-faith belief, that dishonest or non-transparent conduct, or a violation of best practices, has occurred in the following matters:

- 1) Violations of Company policies, operating procedures, and regulations, including the unauthorized or inappropriate processing of Candidate, Customer, and Business Partner personal data for purposes unrelated to assigned professional responsibilities.
 - 2) Actions that adversely impact the Company's interests or constitute a conflict of interest.
 - 3) Good Corporate Governance, Code of Conduct, and Business Ethics.
 - 4) Violations of laws, regulations, and requirements set forth by regulatory bodies, including criminal offenses or the incitement to commit such offenses.
 - 5) Misconduct, inappropriate behavior, or omissions concerning accounting practices, financial reporting, record-keeping, and operational guidelines. This includes suspicious activities or non-compliance with standard practices regarding financial reporting or internal controls, as well as inaccurate financial statements, the falsification of financial documents, and deficient internal control systems.
 - 6) Incidents that pose a danger to the health or safety of any individual.
 - 7) Incidents that cause damage to the environment.
 - 8) Actions that constitute serious misconduct.
 - 9) Actions performed with the intent to cause damage or loss of benefit to the Company and its subsidiaries.
 - 10) Cases where standard reporting procedures are unable to resolve or address an issue that may cause unavoidable and severe expenses or significant damages to the Company and its subsidiaries.
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11) The intentional concealment of any of the aforementioned offenses.

5.2 Eligible Whistleblowers and Complainants

Personnel at all levels within the Company and its subsidiaries, as well as external third parties or any individuals aware of suspicions falling within the scope defined in Clause 5.1, are entitled to report leads or grievances to the Company. The Company and its subsidiaries encourage whistleblowers and complainants to disclose their identity and/or provide sufficiently clear evidence regarding the alleged misconduct. Furthermore, providing contact information is recommended to facilitate effective communication and follow-up with the Company and its subsidiaries.

5.3 Related Persons and Duties

- 1) The Board of Directors shall designate the Audit and Risk Management Committee to oversee and establish operational guidelines for managing grievances or leads received through the designated channels.
 - 2) The Audit and Risk Management Committee shall appoint an independent individual, who operates with full autonomy and reports directly to the Committee, to serve as the Whistleblowing Receiver. This individual is responsible for processing all reports received via the channels specified in Clause 5.4
 - 3) The appointee designated by the Audit and Risk Management Committee shall manage, compile, screen, and verify all reports. This includes evaluating the clarity and sufficiency of preliminary evidence. If the report is found to have factual merit, a formal investigation shall be conducted to gather evidence and witnesses for submission to the Audit and Risk Management Committee.
 - 4) The Audit and Risk Management Committee may appoint individuals or a sub-committee to investigate persons involved in fraudulent activities and review all reported information alongside additional evidence. If it is determined that the misconduct was intentional or has a material impact on the Company's business, the Committee shall implement appropriate measures to rectify the situation effectively.
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- 5) The Company and its subsidiaries shall notify the whistleblower or complainant of the progress, corrective actions, or improvements taken in response to their report within a reasonable timeframe, in accordance with internal procedures.
- 6) During the review process, if any other individuals are found to have supported, solicited, or directed the misconduct, such individuals shall also be classified as respondents to the grievance.
- 7) Cooperation may be requested from directors, employees, or external third parties by the Audit and Risk Management Committee to provide information relevant to the grievance.
- 8) The Company shall maintain the absolute confidentiality of the whistleblower, complainant, and respondent. Disclosure shall be restricted only to those directly involved in the investigation or on a strictly need-to-know basis. Any disclosure shall be carefully considered, prioritizing the safety of the whistleblower, the source of information, and all relevant parties to prevent potential harm.
- 9) Should a complainant or any individual cooperating in the investigation believe they are at risk or may suffer adverse consequences, they may request the Audit and Risk Management Committee, its appointees, or the Investigation Committee to establish appropriate protection measures.

5.4 Whistleblowing and Grievance Channels

The Company has established the following designated channels for receiving leads and grievances:

- 1) Reports can be submitted directly to the Chairman of the Audit and Risk Management Committee via the Company's official website at www.prtr.com
 - 2) Direct correspondence to the Chairman of the Audit Committee at whistle-blowing@prtr.com
 - 3) Via Postal Mail: Direct communication to the Chairman of the Audit and Risk Management Committee.
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Direct correspondence to:
Chairman of the Audit and Risk Management Committee.
PRTR Group Public Company Limited
2034/82 Italthai Tower, 18th Floor,
New Phetchaburi Road, Bang Kapi, Huai Khwang,
Bangkok 10320, Thailand.

5.5 Operational Procedures

1) Investigation Timeline:


Investigations shall commence as expeditiously as possible, taking into account the severity and nature of the allegations or grievances. All proceedings shall be conducted with due care to ensure that the quality and integrity of the investigation remain uncompromised. The preliminary review, aimed at reaching an initial finding, shall be completed within one (1) month from the date the allegation or grievance is received.

2) Investigation Outcomes and Reporting:

(1) In cases where the respondent is found not guilty, or the matter arises from a misunderstanding, or where appropriate guidance has been provided to the respondent or relevant parties to ensure future compliance without any disciplinary action, the Investigation Committee shall summarize the findings and report to the Chairman of the Audit and Risk Management Committee.

(2) In cases where the respondent is found guilty and subject to disciplinary action and/or legal proceedings (if any), the Investigation Committee shall submit its formal opinion and recommendations for further action to the Chairman of the Audit and Risk Management Committee.

(3) In cases involving anonymous grievances where sufficient additional information cannot be obtained to proceed, the matter shall be reported to the Chairman of the Audit and Risk Management Committee for further instruction and consideration.

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3) Notification of Results and Continuous Improvement:


The Investigation Committee, or the appointee designated by the Audit and Risk Management Committee, shall notify the whistleblower or complainant of the investigation's outcome. Furthermore, a summary of corrective and preventive measures shall be submitted to the Audit and Risk Management Committee and the Chief Executive Officer (CEO) to ensure the prevention of recurrence in the future.

5.6 Appointment of the Fact-Finding and Investigation Committee

The appointment of the Fact-Finding and Investigation Committee by the Audit and Risk Management Committee is mandated to compile evidence and perform all necessary actions to investigate the veracity of reported leads or grievances. Furthermore, the committee is responsible for recommending corrective actions and resolutions. All such processes must be conducted with the utmost transparency, integrity, and impartiality.

The Fact-Finding and Investigation Committee may consist of representatives from three (3) distinct departments or units within the Company, as follows:

- 1) Human Resources Department
 - 2) The direct reporting department of the individual subject to the lead or grievance.
 - 3) Any other independent department or unit with no conflict of interest in the matter, such as the Internal Audit Department, Legal Department, Accounting Department, etc.
 - 4) Any other department as deemed appropriate by the Audit and Risk Management Committee.
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5.7 False Reporting and Malicious Grievances

If the Company discovers that any lead, grievance, testimony, or information provided is proven to be made in bad faith, false, or with malicious intent to harass, defame, or distort facts, the following actions shall be taken.

Any individual who intentionally or through gross negligence fails to comply with this regulation, including those who engage in harassment, threats, unjustified disciplinary action, or unfair discrimination against a whistleblower, complainant, or any person involved in a report, shall be deemed to have committed a disciplinary offense. Such individuals shall be held liable for damages incurred by the Company, its subsidiaries, or affected persons, and may further be subject to civil and criminal liability, or other applicable legal actions.

Appendix: List of Companies Subject to This Policy

This policy applies to **PRTR Group Public Company Limited**, as well as its subsidiaries under its direct or indirect control.

The companies within the scope of this policy include the following:

1. PRTR Recruitment Company Limited
2. PRTR Recruitment and Outsourcing (Eastern Seaboard) Company Limited
3. Nexmove Platform Recruitment Company Limited
4. The Blacksmith Company Limited
5. Pinno Solutions Company Limited
6. PRTR Global Recruitment Company Limited
7. Biz Resource Company Limited

Remarks:

- Newly established subsidiaries or subsequent investments shall automatically fall within the scope of this policy, unless otherwise specified.
- For companies not under the Company's control, this policy may be adopted and applied as appropriate.

Additional Note: This appendix shall be deemed an integral part of this policy and shall have the same full force and effect as the main policy in all respects.